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RECORDATION NO. 24562 FILED

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SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

August 21, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Loan and Security Agreement, a primary document, dated as of August 14, 2003. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Loan and Security Agreement are:

Lender:

SunTrust Leasing Corporation
120 East Baltimore Street
Baltimore, MD 21202

Borrower:

Roanoke Cement Company LLC
6071 Catawba Road
Troutsville, VA 24175

A description of the equipment covered by the Memorandum of Loan and Security Agreement consists of 20 3230 cubic foot pressure differential cars numbered RCCX 101-120, inclusive.

BALL JANIK LLP

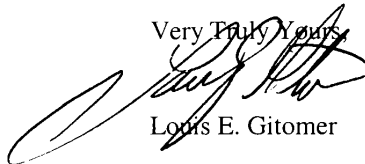
Honorable Vernon A. Williams
August 21, 2003
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A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Loan and Security Agreement between SunTrust Leasing Corporation, 120 East Baltimore Street, Baltimore, MD 21202, and Roanoke Cement Company LLC, 6071 Catawba Road, Troutsville, VA 24175, covering 20 3230 cubic foot pressure differential cars numbered RCCX 101-120, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

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AUG 21 '03

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

BETWEEN

SUNTRUST LEASING CORPORATION

AND

ROANOKE CEMENT COMPANY LLC

Dated as of August 14, 2003

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

Memorandum of a Loan and Security Agreement made and entered into as of August 14, 2003 by and between SunTrust Leasing Corporation ("Secured Party") and Roanoke Cement Company LLC ("Debtor").

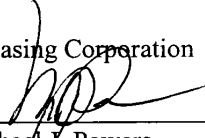
WITNESSETH:

The undersigned has entered into that certain Loan and Security Agreement (the "Agreement"), dated as of October 9, 2001, by which the Borrower has granted a security interest in certain rail cars bearing road numbers listed on the Schedule attached hereto to the Secured Party in order to secure the Borrower's performance of its obligations as described in the Agreement.

This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Memorandum of Loan and Security Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Loan and Security Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

SunTrust Leasing Corporation

By: 

Name: Michael J. Powers

Title: Secretary

Roanoke Cement Company LLC

By: 

Name: Lawrence H. Wilt, Jr.

Title: Vice President and Chief Financial Officer

STATE OF MD)
COUNTY OF Baltimore) ss.

On this 20th day of August, 2003, before me, Candice Miranda, the undersigned Notary Public, personally appeared before me and personally known to me to be the person who executed the within instrument as Michael J. Powers on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Candice Miranda
NOTARY PUBLIC
My commission expires: June 6, 2004

STATE OF VA)
COUNTY OF) ss.

On this 14th day of August, 2003, before me, Inda Walker, the undersigned Notary Public, personally appeared before me and personally known to me to be the person who executed the within instrument as Lawrence H. With, Jr. on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.


Inda Walker
NOTARY PUBLIC
My commission expires: 7/3/06

SCHEDULE
TO
MEMORANDUM OF LOAN AND SECURITY AGREEMENT BETWEEN
SUNTRUST LEASING CORPORATION (SECURED PARTY) AND
ROANOKE CEMENT COMPANY LLC (BORROWER)

20 3230 cubic foot pressure differential cars numbered RCCX 101-120, inclusive.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Loan and Security Agreement dated as of August 14, 2003, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.


Louis E. Gitomer
August 21, 2003